

99-008261

O¹

November 5, 1999

REC'D TO
REGULATORY AUTH.
99 NOV 9 AM 10 59
OFFICE OF THE
EXECUTIVE SECRETARY

Via Federal Express

Office of the Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: O1 Communications of Tennessee, LLC
Application for Certificate of Public Convenience and Necessity

Dear Sir or Madam:

Enclosed herewith are the original and 14 copies of the following:

- O1 Communications of Tennessee, LLC's Application for Certificate of Public Convenience and Necessity;
- O1's Small and Minority-Owned Telecommunications Business Participation Plan; and
- Motion for Determination that Financial Information Shall be Treated as Proprietary and Confidential, with attached documentation filed under seal.

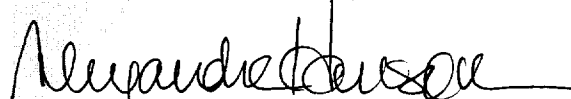
Also enclosed is our check in the amount of \$25.00 representing your filing fee.

Kindly return a date-stamped copy of each document to me in the enclosed, self-addressed envelope.

Thank you for your assistance. If you have any questions, please do not hesitate to contact me.

Very truly yours,

O1 COMMUNICATIONS, INC.



Alexandra Hanson
Assistant Director, State Regulatory Affairs
(916) 760-4607
ahanson@o1.com

o1.COM

770 L STREET SUITE 960
SACRAMENTO, CA 95814
888.444.1111
WWW.O1.COM

Enclosures

Paid \$25.00
CK # 00694

FILE

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

REC'D TO
REGULATORY AUTH.
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EXHIBIT SECRETARY
99-00861

In the matter of the Application of O1)
Communications of Tennessee, LLC for a) Docket No. _____
Certificate of Public Convenience and Necessity)
to provide intrastate telecommunications services)

APPLICATION

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Regulatory Authority ("TRA") and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), O1 Communications of Tennessee, LLC ("O1") respectfully requests that the TRA grant to O1 authority to provide competing resold and facilities-based local and interexchange telecommunications services, including exchange access telecommunications services, within the service areas of ILECs BellSouth and Sprint in the State of Tennessee. O1 is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing telecommunications services.

In support of its Application, O1 submits the following:

1. The name and address of Applicant is:

O1 Communications of Tennessee, LLC
770 L Street, Suite 960
Sacramento, CA 95814
(916) 760-4600 (voice)
(916) 441-1805 (fax)

Questions regarding this Application should be directed to:

FILE

Alexandra Hanson, Assistant Director, State Regulatory Affairs
O1 Communications, Inc.
770 L Street, Suite 960
Sacramento, CA 95814
(916) 760-4607 (voice)
(916) 441-1805 (fax)
ahanson@o1.com

2. Names and addresses of all officers in Tennessee:

The names and addresses of the Applicant's principal corporate officers and other senior managers responsible for Tennessee local operations are listed in **Exhibit 1** of this Application. At least initially, none of O1's corporate officers will be located in Tennessee.

3. Corporate Information:

O1 was incorporated as a limited liability company in the State of Tennessee on October 6, 1999. It is a wholly-owned subsidiary of O1 Communications, Inc., a California corporation. A copy of O1's Articles of Organization is attached as **Exhibit 2**.

4. Repair and maintenance information:

O1 understands the importance of effective customer service for local service consumers. O1 has made arrangements for its customers to call the company at its toll-free customer service number, which will be printed on the customers' monthly billing statements. In addition, customers may contact the company in writing at the headquarters address.

5. Status of O1 in other states:

See **Exhibit 3**.

6. Financial, managerial and technical qualifications:

O1 possesses the managerial, technical and financial ability to provide local and interexchange telecommunications service in the State of Tennessee. See **Exhibit 4**, O1's financial qualifications, and **Exhibit 5**, O1's managerial and technical qualifications.

7. Proposed service area:

O1 proposes to offer its services throughout the service areas of ILECs BellSouth and Sprint. Marketing efforts will be concentrated on major metropolitan areas, but O1 will provide services in some secondary and tertiary areas where it can obtain interconnection with ILECs. See Service Area Map, attached as **Exhibit 6**.

8. Types of telecommunications service to be provided:

O1 intends to provide a full range of telecommunications services, including local exchange services, exchange access services, and interexchange (intraLATA and interLATA toll) services on a facilities-based and resale basis. Specifically, O1 seeks to provide digital and analog telephone services to technology-based businesses. Additionally, O1 intends to provide 911/E911 services; 411/directory assistance services; relay services; operator services; white and yellow pages directory listings; repair and maintenance; and Centrex services.

9. Statement of compliance:

O1 agrees to abide by all applicable statutes and all applicable Orders, rules and regulations entered and adopted by the Tennessee Regulatory Authority.

Respectfully submitted this 5th day of November, 1999.

O1 COMMUNICATIONS OF TENNESSEE, LLC


BY: 

RUDOLPH J. GEIST
Executive Vice President, General Counsel
770 L Street, Suite 960
Sacramento, CA 95814
(916) 760-4603 (voice)
(916) 441-1805 (fax)
rgeist@o1.com

VERIFICATION


STATE OF CALIFORNIA)
) ss
COUNTY OF SACRAMENTO)

Rudolph J. Geist, being first duly sworn, deposes and says that he is the Executive Vice President, General Counsel for O1 Communications of Tennessee, LLC, the applicant in the above proceeding; that he has read the foregoing application and knows the contents thereof; and that he is authorized by O1 Communications of Tennessee, LLC to verify that the contents of the application are true.



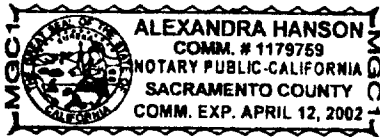
Rudolph J. Geist

Subscribed and sworn to before me this
5th day of November, 1999.



Notary Public, State of California

[SEAL]



Application of O1 Communications of Tennessee, LLC
for a Certificate of Public Convenience and Necessity

Exhibit 1

OFFICERS AND MANAGERS

Bradley L. Jenkins, President and Chairman

Rudolph J. Geist, Executive Vice President, General Counsel, Director

Peter J. Engelken, Director

Max Seely, Senior Vice President, General Manager

Ledford H. "Henry" Cook, Director of Network Services

Wendy Riddell, Controller

Application of O1 Communications of Tennessee, LLC
for a Certificate of Public Convenience and Necessity

Exhibit 2

ARTICLES OF ORGANIZATION

State of Tennessee



Department of State
Corporation Section
18th Floor, James K. Polk Building
Nashville, TN 37243-0306

**ARTICLES OF
ORGANIZATION
(LIMITED LIABILITY COMPANY)**

For Office Use Only

FILED

RECEIVED
SECRETARY OF STATE
19 OCT -6 AM 10:46
RILEY DARNELL
SECRETARY OF STATE

The undersigned acting as organizer(s) of a Limited Liability Company under the provisions of the Tennessee Limited Liability Company Act, § 48-205-101, adopts the following Articles of Organization.

1. The name of the Limited Liability Company is:

O1 COMMUNICATIONS OF TENNESSEE, LLC

(NOTE: Pursuant to the provisions of § 48-207-101, each limited Liability Company name must contain the words "Limited Liability Company" or the abbreviation "LLC" or "L.L.C.")

2. The name and complete address of the Limited Liability Company's initial registered agent and office located in the state of Tennessee is:

CORPORATION SERVICE COMPANY

(Name)

500 TALLAN BUILDING, TWO UNION SQUARE CHATTANOOGA

(Street Address)

(City)

TN 37402-2571

(State/Zip Code)

HAMILTON

(County)

3. List the name and complete address of each organizer of this Limited Liability Company.

Blanca Lozada 1013 Centre Road, Wilmington, DE 19805

(Name)

(Include: Street Address, City, State and Zip Code)

(Name)

(Street Address, City, State and Zip Code)

(Name)

(Street Address, City, State and Zip Code)

4. The Limited Liability Company will be: (NOTE: PLEASE MARK APPLICABLE BOX)

☐ Board Managed

☒ Member Managed

5. Number of members at the date of filing 1

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:

Date _____, Time _____ (Not to exceed 90 days.)

7. The complete address of the Limited Liability Company's principal executive office is:

770 L. Street, Suite 960

(Street Address)

Sacramento

(City)

CA

95814

(State/Country/Zip Code)

8. Period of Duration: perpetual

9. Other Provisions:

10-4-1999
Signature Date

Executive Vice President
Signer's Capacity

[Signature]
Signature (manager or member authorized to sign by the Limited Liability Company)

Rudolph J. Geisk
Name (typed or printed)

Application of O1 Communications of Tennessee, LLC
for a Certificate of Public Convenience and Necessity

Exhibit 3

STATUS IN OTHER STATES

O1 Communications, Inc., a California corporation, the parent company of O1 herein, holds a certificate of authority in California and, through its subsidiaries, is an applicant for certification, or will be an applicant for certification within the next six months, in 35 other states, to provide local exchange and interexchange telecommunications services. O1 Communications, Inc. is currently offering services in the State of California and has done so since August, 1999.

Application of O1 Communications of Tennessee, LLC
for a Certificate of Public Convenience and Necessity

Exhibit 4

FINANCIAL QUALIFICATIONS

O1 is financially qualified to render its proposed telecommunications services in Tennessee. O1 has access through its parent company, O1 Communications, Inc., a California corporation, to the financing and capital necessary to fulfill any obligations it may undertake with respect to the operation and maintenance of its Tennessee operations. Initial funding has been provided to O1 by its parent company, O1 Communications, Inc., and the investors in O1 Communications, Inc. have agreed to commit the resources necessary to procure loans and financing as may be required for operation of the business. O1 therefore has ample financial resources to operate the proposed telecommunications services.

See attached copies of current Income Statement and Balance Sheet of O1's parent company, O1 Communications, Inc., a California corporation, and Affidavit of Bradley L. Jenkins, attached hereto.

**FINANCIAL DOCUMENTS REDACTED
FILED UNDER SEAL**

AFFIDAVIT

STATE OF CALIFORNIA)
) ss
COUNTY OF SACRAMENTO)

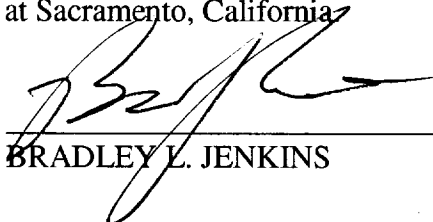
I, BRADLEY L. JENKINS, swear as follows:

I am the President and Chairman of the Board of O1 Communications, Inc., a California corporation, and O1 Communications of Tennessee, LLC, a Tennessee limited liability company.

My personal net worth exceeds \$10,000,000 and, therefore, I have the necessary financial resources and hereby guarantee the provision of necessary resources to support the operations of O1 Communications of Tennessee, LLC. In the event necessary funds are not secured from other sources, I intend to make resources available to the company and to procure any additional financing which may be necessary to support the company's operations in Tennessee.

I declare under penalty of perjury under the laws of the State of Tennessee that the foregoing is true and correct.

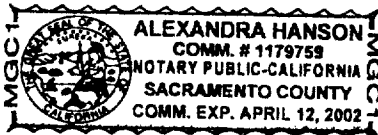
Executed on November 5, 1999 at Sacramento, California



BRADLEY L. JENKINS

Subscribed and sworn to before me this 5th day of November, 1999 at Sacramento, California.

[SEAL]





Notary Public

Application of O1 Communications of Tennessee, LLC
for a Certificate of Public Convenience and Necessity

Exhibit 5

MANAGERIAL AND TECHNICAL QUALIFICATIONS

MANAGERIAL:

Bradley L. Jenkins is the Company's President and founder. Mr. Jenkins has years of experience owning and operating telecommunications and finance related companies. Previous to founding O1 Communications in early 1998, Mr. Jenkins was the founder, President and sole proprietor of JPS.Net, the largest privately-owned Internet service provider in California, which he recently sold to a publicly-traded ISP company. Mr. Jenkins' telecommunications experience ranges from constructing and operating next-generation Inter/IntraLATA telecommunications networks to arranging capital financing sources to fund business activities.

Rudolph J. Geist is the Company's Executive Vice President, General Counsel. Prior to joining O1 Communications, Mr. Geist practiced telecommunications law with the Washington, DC-based firm of Wilkes, Artis, Hedrick & Lane, where he specialized in defining and developing Internet and emerging telecommunications law, and represented ISPs and telecommunications carriers in state and federal policy and regulatory matters. Mr. Geist was also co-founder of U.S. Netway, Inc., an ISP servicing Pennsylvania. He regularly publishes in the areas of telecommunications and Internet regulatory policy, including columns for *Boardwatch Magazine*, *CLEC Magazine*, *ISP Report: The Financial Newsletter for Internet Service Providers*, and contributions to *ISP Today Magazine*, *Rural Telecommunications*, and *UTC Journal*. Mr. Geist also regularly lectures at ISPCON and IIR Interconnection. Mr. Geist received his law degree from the Communications Law Institute at Washington, DC-based Catholic University of America, where he served as lead articles editor of *CommLaw Conspectus: Journal of Communications Law and Policy*. He graduated *magna cum laude* and Phi Beta Kappa with an honors interdisciplinary degree in communications law from Temple University.

Max Seely is the Company's Senior Vice President, General Manager. Mr. Seely brings to the Company over twenty years of sales and marketing management experience. Prior to joining the Company, Mr. Seely was Vice President of Sales and Marketing for Pac West Telecommunications, a California based CLEC. While at Pac West, Mr. Seely was instrumental in developing the sales and marketing of Internet-related telecommunications services to over 100 ISP customers throughout California.

Ledford H. "Henry" Cook is the Company's Director of Network Services. Mr. Cook brings to the Company over twenty years of management and technical experience in engineering, sales and supplier management within the telecommunications industry. Prior to joining O1 Communications in 1999, Mr. Cook was employed by AT&T in numerous management capacities. While with AT&T, Mr. Cook gained very extensive experience in the areas of telecommunications Equipment Engineering, Vendor Technical Development, Network Supplier Management, Service Terminating Equipment, Access Supplier Management, and Digital Custom Services Planning. In the area of management, Mr. Cook managed several highly

successful teams and was the team leader of several Process Management and Quality Improvement Teams that were recognized for their quality excellence and exemplary performance. Mr. Cook holds an MBA Certificate from the AT&T School of Business, and a B.S. in Business Administration from the University of Phoenix.

Wendy Riddell is the Company's Controller. She is a licensed Certified Public Accountant and has had several years of public accounting experience. Prior to joining O1, Ms. Riddell was a Supervising Senior Auditor with KPMG LLP, one of the five largest accounting firms in the United States. During her tenure with KPMG LLP, Ms. Riddell provided assurance and consulting services to numerous publicly and privately held entities. Her experience in assisting these entities to fine tune their accounting procedures and strategies has provided Ms. Riddell with a solid foundation on which to build an efficient and effective financial operating environment for O1 Communications. Ms. Riddell holds a B.S. in Business Administration, with a concentration in Accountancy, from California State University, Sacramento.

TECHNICAL:

O1's services will satisfy the minimum standards established by the TRA. O1 will file and maintain tariffs in the same manner and form as required of incumbent local exchange telecommunications companies with which O1 seeks to compete. O1 will meet the minimum basis local standards, including quality of service and billing standards required of all LECs regulated by the TRA. O1 will comply with TRA rules, including Chapter 1220-4-8.

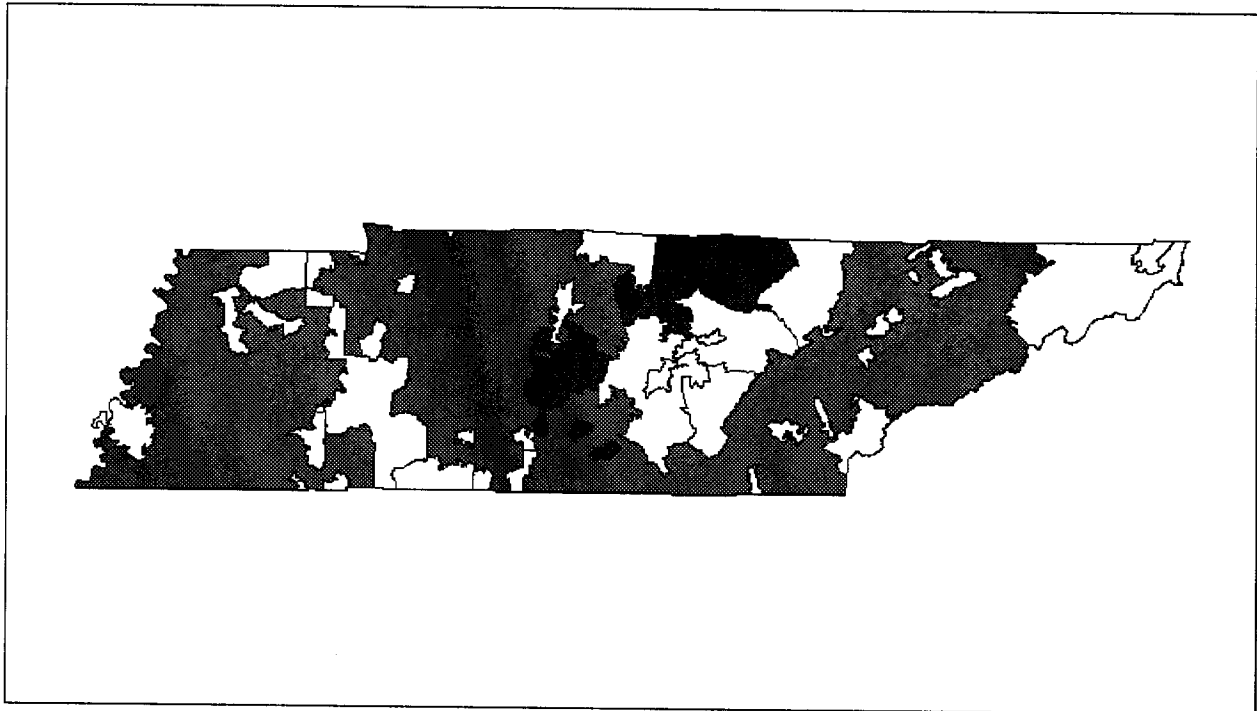
O1 does not currently own, control, operate or manage any conduits, ducts, poles, wires, cables, instruments and appliances in Tennessee in connection with or to facilitate communication by telephone. O1's network architecture will have a single, high-quality switch in a given local market. O1 intends to take advantage of the availability, overcapacity and low cost of the multiple fiber optic private line networks that have already been deployed in the major markets, at least until such time as it can deploy its own transmission facilities. Competition has made leasing local transmission services sufficiently cost-effective that leased facilities can be economically utilized on an interim basis. In some cases, leased facilities may be utilized indefinitely. In fact, leasing transmission facilities from multiple service providers may make O1's services more reliable than any of the existing service providers. While most major service providers offer quality transmission services, they rely exclusively on their own transmission network platforms where they are available to provide switched services. This subjects them to the risk of catastrophic failure of their switched services if they experience a failure in a major transmission network component. O1, by procuring transmission capacity from multiple carriers, will provide a level of redundancy and diversity that no single carrier currently provides.

O1 will connect its Signaling System #7 (SS7) network into the public switched network directly from its switch to signal transfer points (STPs) of the incumbent local exchange carrier ("ILEC") or third party providers if this service is not available from the ILEC. O1 will initially interconnect with the ILEC for access to long distance carriers and other local phone companies. As traffic demands dictate, O1 will establish direct trunk groups to several other carriers and eliminate the ILEC as a potential point of failure. In addition, O1 will offer equal access to all long distance carriers.

Application of O1 Communications of Tennessee, LLC
for a Certificate of Public Convenience and Necessity

Exhibit 6

SERVICE AREA MAP



**BEFORE THE
TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

REC'D TN
REGULATORY AUTH.
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OFFICE OF THE
EXECUTIVE SECRETARY

In the matter of the Application of O1)
Communications of Tennessee, LLC for a)
Certificate of Public Convenience and Necessity)
to provide intrastate telecommunications services)

Docket No.

99-00861

**MOTION OF O1 COMMUNICATIONS OF TENNESSEE, LLC
FOR DETERMINATION THAT FINANCIAL INFORMATION
SHALL BE TREATED AS PROPRIETARY AND CONFIDENTIAL**

O1 Communications of Tennessee, LLC (hereinafter "O1") hereby requests that the financial statements and information contained in Exhibit 4 to its Application for a Certificate of Public Convenience and Necessity in the State of Tennessee, filed concurrently with this Motion, be treated as proprietary and confidential.

O1 is a privately-held limited liability company which is a wholly-owned subsidiary of O1 Communications, Inc., a privately-held California corporation. As such, financial statements and other related information are confidential and not publicly available. Release of this information through the Application would substantially harm O1's ability to negotiate with vendors, incumbent local exchange carriers, and other local exchange carriers for services and equipment. It would also substantially harm O1's relationship with investors and its ability to compete as a local exchange carrier, interexchange carrier, and competitive access provider in the State of Tennessee.

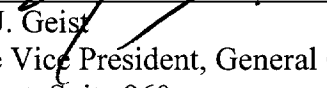
Accordingly, O1 respectfully requests that the financial statements and information contained in Exhibit 4 to its Application for a Certificate of Public Convenience and Necessity in

FILE

the State of Tennessee, filed concurrently with this Motion, be treated as proprietary and confidential.

Respectfully submitted,

O1 COMMUNICATIONS OF TENNESSEE, LLC



Rudolph J. Geist
Executive Vice President, General Counsel
770 L Street, Suite 960
Sacramento, CA 95814
(916) 760-4603 (voice)
(916) 441-1805 (fax)
rgeist@o1.com

Dated: November 5, 1999

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

In the matter of the Application of O1)
Communications of Tennessee, LLC for a) Docket No. _____
Certificate of Public Convenience and Necessity)
to provide intrastate telecommunications services)

**[PROPOSED] ORDER GRANTING THE MOTION OF
O1 COMMUNICATIONS OF TENNESSEE, LLC
FOR DETERMINATION THAT FINANCIAL INFORMATION
SHALL BE TREATED AS PROPRIETARY AND CONFIDENTIAL**

On _____, 1999, O1 Communications of Tennessee, LLC (hereinafter “O1”) filed its Application for a Certificate of Public Convenience and Necessity in the State of Tennessee. Concurrently, O1 filed a Motion for determination that the financial statements and information attached as Exhibit 4 to the Application be treated as proprietary and confidential. In support of its Motion, O1 states that the financial statements and information attached to its Application contain confidential and proprietary information with respect to its financial status, and that the release of this information to the public could materially harm O1’s competitive and financial position. No opposition to this Motion has been submitted, and the time for submission of such opposition has expired. No hearing on the Motion is necessary.

Good cause having been shown, and no opposition to the Motion having been submitted,

IT IS HEREBY RULED that:

1. O1's Motion for Determination that Financial Information shall be Treated as Proprietary and Confidential is granted.
2. The identified information shall be received under seal, shall remain under seal,

and shall not be made accessible to the public or disclosed to other than Commission staff, except upon further order or ruling of the Commission.

Dated _____, 1999 at Nashville, Tennessee.

Administrative Law Judge

O1 COMMUNICATIONS OF TENNESSEE, LLC

99-00861

**SMALL AND MINORITY-OWNED
TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN**

FILE

Pursuant to T.C.A. §65-5-212, as amended, O1 Communications of Tennessee, LLC (“O1”) submits this small and minority-owned telecommunications business participation plan (the “Plan”) along with its Application for a Certificate of Public Convenience and Necessity to provide competing local exchange and interexchange telecommunications services in Tennessee.

I. PURPOSE

The purpose of §65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to telecommunications service providers. O1 is committed to the goals of §65-5-212 and to taking steps to support the participation of small and minority-owned telecommunications businesses in the telecommunications industry. O1 will endeavor to provide opportunities for small and minority-owned telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, O1 will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to O1 of such opportunities. O1’s representatives have already contacted the Department of Economic and Community Development, the administrator of the small and minority-owned telecommunications assistance program, to obtain a list of qualified vendors. Moreover, O1 will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in §65-5-212, “minority-owned business” means

“ . . . a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).”

“Small business” means “. . . a business with annual gross receipts of less than four million dollars (\$4,000,000).”

III. ADMINISTRATION

O1’s Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting O1’s full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Alexandra Hanson
O1 Communications of Tennessee, LLC
770 L Street, Suite 960
Sacramento, CA 95814
(916) 760-4600 (voice)
(916) 441-1805 (fax)

The Administrator’s responsibilities will include:

1. Maintaining an updated Plan in full compliance with §65-5-212 and the rules and orders of the Tennessee Regulatory Authority;
2. Establishing and developing policies and procedures necessary for the successful implementation of the Plan;
3. Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates;
4. Serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-212;
5. Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts;

6. Providing records and reports and cooperating in any authorized surveys as required by the Tennessee Regulatory Authority;

7. Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses;

8. Providing information and educational activities to persons within OI and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

Chambers of Commerce;

The Tennessee Department of Economic and Community Development;

The United States Department of Commerce, Small Business Administration, Office of Minority Business;

The National Minority Supplier Development Council;

The National Association of Women Business Owners;

The National Association of Minority Contractors;

Historically Black Colleges, Universities and Minority Institutions.

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

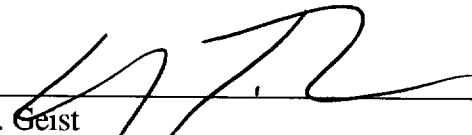
O1 will maintain records of qualified small and minority-owned businesses and efforts to use the goods and services of such businesses. In addition, O1 will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this Plan.

O1 will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, O1 will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

DATED: November 5, 1999

O1 COMMUNICATIONS OF TENNESSEE, LLC

BY:



Rudolph J. Geist
Executive Vice President, General Counsel